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14 **UNITED STATES BANKRUPTCY COURT**  
15 **NORTHERN DISTRICT OF CALIFORNIA**  
16 **SAN FRANCISCO DIVISION**

17 **In re:**

18 **PG&E CORPORATION,**

19 **- and -**

20 **PACIFIC GAS AND ELECTRIC  
COMPANY,**

21 **Debtors.**

22 Bankruptcy Case  
No. 19-30088 (DM)

23 Chapter 11  
(Lead Case) (Jointly Administered)

24 **STIPULATION BETWEEN DEBTORS  
AND OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS EXTENDING  
TIME TO RESPOND TO CEO  
COMPENSATION MOTION AND KEIP  
MOTION**

25  Affects PG&E Corporation  
 Affects Pacific Gas and Electric Company  
 Affects both Debtors

26 \* *All papers shall be filed in the lead case,  
No. 19-30088 (DM)*

27 Re: Dkt. Nos. 2662 and 2664

28 [No Hearing Requested]

This stipulation and agreement for order (“**Stipulation and Agreement for Order**”) is entered into by PG&E Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession (collectively, the “**Debtors**”), on the one hand, and the Official Committee of Unsecured Creditors (the “**Creditors Committee**”), on the other. The Debtors and the Creditors Committee are referred to in this Stipulation and Agreement for Order collectively as the “**Parties**,” and each as a “**Party**.” The Parties hereby stipulate and agree as follows:

## RECITALS

A. On June 19, 2019, the Debtors filed the *Motion of Debtors Pursuant to 11 U.S.C. §§ 363 and 105(a) for an Order Approving Terms of Employment for New Chief Executive Officer and President of PG&E Corporation* [Dkt. No. 2662] (the “**CEO Compensation Motion**”) and the *Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 503(c) for Entry of an Order (I) Approving Debtors’ Incentive Program for Certain Key Employees and (II) Granting Related Relief* [Dkt. No. 2664] (the “**KEIP Motion**”), which are set for a hearing before the Court at 9:30 a.m. on July 24, 2019. Any response or opposition to the CEO Compensation Motion or the KEIP Motion is due by 4:00 p.m. (Pacific Time) on July 17, 2019.

B. Counsel for the Creditors Committee has requested, and counsel for the Debtors has agreed, that the time for the Creditors Committee to respond to the CEO Compensation Motion and the KEIP Motion be extended.

NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT HEREBY IS STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THROUGH THE UNDERSIGNED, AND THE PARTIES JOINTLY REQUEST THE COURT TO ORDER, THAT:

1. The time for the Creditors Committee to file and serve any response or opposition to the CEO Compensation Motion or the KEIP Motion is extended through 9:00 a.m. (Pacific Time) on July 19, 2019.

[Signatures on next page]

Dated: July 17, 2019  
KELLER & BENVENUTTI LLP

/s/ Thomas B. Rupp  
Thomas B. Rupp  
*Attorneys for Debtors  
and Debtors in Possession*

Dated: July 17, 2019  
MILBANK LLP

/s/ Thomas R. Kreller  
Thomas R. Kreller  
*Attorneys for Official Committee of  
Unsecured Creditors*